

**UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

PHILIPS-VAN HEUSEN CORP.,	:	
Plaintiff	:	NO.: 1:CV-00-0665
v.	:	CIVIL ACTION – LAW
	:	[Hon. Sylvia H. Rambo]
MITSUI O.S.K. LINES, LTD., et. al.	:	[Consolidated with 1:CV-00-0691]
Defendants	:	

MITSUI O.S.K. LINES, LTD., et al.	:	THIRD CIRCUIT COURT OF
Third Party Plaintiffs	:	APPEALS DOCKET NOS:
v.	:	02-3577 (dmm)/ 03-1232 (dmm)
	:	02-3707 (dmm)/ 03-1233 (dmm)
KELLAWAY TRANSPORTATION, INC., et al.,	:	02-3708 (dmm)/ 03-1234 (dmm)
Third Party Defendants	:	02-3709 (dmm)/ 03-1235 (dmm)

**STIPULATION BY ALL PARTIES
AND
FULL SATISFACTION AND RELEASE OF ALL JUDGMENTS**

WHEREAS on or about August 14, 2002 Judgment was entered in this action in favor of Philips-Van Heusen Corporation (“PVH”) against Mitsui O.S.K. Lines, Ltd. (“Mitsui”) and Dampskibsselskabet AF 1912 Aktieselskab and Aktieselskabet Dampskibsselskabet Svenborg, and related entities doing business as Maersk Line (collectively referred to as “Maersk”); and

WHEREAS Judgment in turn was entered on or about August 14, 2002 in favor of Mitsui and Maersk against Kellaway Transportation, Inc., Kellaway Intermodal and Distributions Systems, Inc., Kellaway Intermodal Services, Inc., Kellaway Terminal Services, Inc. (collectively referred to as “Kellaway”); and

WHEREAS on or about August 20, 2002, Judge Rambo issued an order reopening these consolidated actions, and striking such Judgments; and

WHEREAS on or about December 10, 2002, a Judgment was entered in these consolidated actions, and a further Judgment was entered on or about December 13, 2002, which

included, but were not limited to, a restating of the original amounts of the damages as set forth in the initial Judgment entered on August 14, 2002; and

WHEREAS on or about September 13, 2002, Kellaway filed a notice of appeal in the United States Court of Appeals for the Third Circuit ("USCA"), Docket No. 02-3577, and thereafter: 1) Maersk filed a notice of appeal in the USCA, Docket No. 02-3707; 2) PVH filed a notice of appeal in the USCA, Docket No. 02-3708, and 3) Mitsui filed a notice of appeal in the USCA, Docket No. 02-3709; and

WHEREAS on or after January 3, 2003, amended notices of appeal were filed in the USCA by Kellaway, Maersk, PVH, and Mitsui, which such appeals were assigned Docket Nos. 03-1232, 03-1233, 03-1234, and 03-1235 and consolidated with the above appeals, which included but are not limited to the appeal of any and all final Judgments, interlocutory decisions, opinions, orders, determinations, and rulings which relate to, directly or indirectly, such Judgments which were entered in these consolidated actions; and

WHEREAS full, complete and final settlement by all parties to these consolidated actions has been reached through the USCA's Appellate Mediation Program as a compromise of disputed claims, with an acknowledgment by all parties that such settlement is not to be construed as an admission of liability on the part of any party to these consolidated actions;

WHEREAS, the parties are filing stipulations of dismissal of all appeals arising out of these consolidated actions in the USCA; and

NOW THEREFORE, in consideration of such settlement:

1) Full and complete satisfaction and release of any and all Judgments entered in these consolidated actions are each acknowledged by PVH, Mitsui, Maersk, and Kellaway; and

2) Said Judgments with any and all expenses, damages, attorney fees, interest or costs thereon, whether claimed or unclaimed, whether known or unknown, and whether past, present or future, are deemed and acknowledged as having been fully paid and satisfied; and

3) It is certified that there are no outstanding executions with any Sheriff or Marshall; and

4) The Clerk of this Court is hereby authorized and directed to make an entry of the full and complete satisfaction and release of any and all Judgments entered on the docket of these consolidated actions; and

5) These consolidated actions, including each and every claim, counter-claim, cross-claim, and third-party claim alleged by PVH, Mitsui, Maersk, and Kellaway, are dismissed with prejudice.

IT IS SO STIPULATED, AGREED, ACKNOWLEDGED AND CERTIFIED:

HECKER, BROWN, SHERRY & JOHNSON

Dated: 9/29/03

By: Carl H. Delacato
Carl H. Delacato, Jr., Esquire *by permission*
Attorneys for Phillips-Van Heusen Corporation

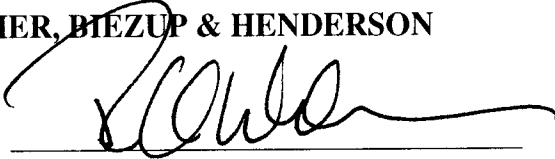
MATTIONI LIMITED

Dated: 9/29/03

By: George R. Zacharkow
George R. Zacharkow, Esquire
Attorneys for Phillips-Van Heusen Corporation

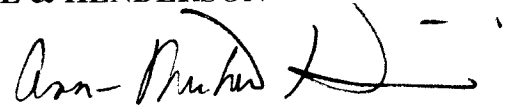
PALMER, BIEZUP & HENDERSON

Dated: 9/29/03

By: 
Richard Q. Whelan, Esquire
*Attorneys for Dampskibsselskabet AF 1912
Aktieselskab and Aktieselskabet
Dampskibsselskabet Svenborg, and related entities
doing business as Maersk Line*

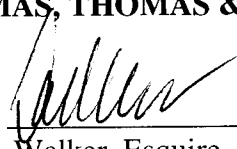
RAWLE & HENDERSON

Dated: 9/29/03

By: 
Ann-Michele G. Higgins, Esquire
Attorneys for Mitsui O.S.K. Lines, Ltd.,

THOMAS, THOMAS & HAFFER LLP

Dated: 9/24/03

By: 
Paul R. Walker, Esquire
*Attorneys for Kellaway Transportation, Inc.,
Kellaway Intermodal and Distributions Systems, Inc.,
Kellaway Intermodal Services, Inc.,
Kellaway Terminal Services, Inc.*